

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Case No. 20-41592

The Comet Clothing Company, LLC,

Chapter 11, Subchapter V

Debtor.

**NOTICE OF HEARING AND THIRD INTERIM APPLICATION OF FABYANSKE,
WESTRA, HART & THOMSON, P.A. (“FABYANSKE”) FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

TO: The United States Trustee and other parties in interest as specified in Local Rule 9013-3.

1. Fabyanske, Westra, Hart & Thomson (“Fabyanske”) makes this application for allowance of professional fees and reimbursement of expenses (“Application”) for services performed as chapter 11 counsel for The Comet Clothing Company, LLC (the “Debtor”), and hereby gives notice of hearing on its Application.

NOTICE OF HEARING

2. The Court will hold a hearing on this Application on May 18, 2021 at 9:30 a.m., before the Honorable William J. Fisher, in Courtroom No. 2B at the United States Courthouse at 316 North Robert Street, St. Paul, Minnesota.

3. Any response to this Application must be filed and served by delivery or mail not later than May 13, 2021, which is five days before the date set for hearing (including Saturday, Sunday, and holidays). **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY GRANT THE APPLICATION WITHOUT A HEARING.**

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. 5005 and Local Rule 1070-1. This Application arises under 11 U.S.C. §§ 328, 330, and 331. This Application is filed pursuant to Fed. R. Bankr. P. 2016 and Local Rule 2016-1. This is a core proceeding. The petition commencing this case was filed on June 12, 2020 (the “Petition Date”).

5. Fabyanske requests allowance and payment of compensation for services rendered to in performing work for the Debtor during the period of December 14, 2020 through April 9, 2021 (the “Compensation Period”) and for reimbursement of expenses incurred between December 18, 2020 and April 9, 2021.

BACKGROUND

6. On June 12, 2020 Debtor filed an application seeking to retain Fabyanske as its counsel in their chapter 11 case (“Employment Application”) [Doc. 8] The Court granted the Employment Application, a copy of which is attached hereto as **Exhibit A**. [Doc. 40.]

7. Prepetition, Fabyanske received a retainer of \$130,000 with \$70,000 to be applied against prepetition fees and costs with the remainder of \$60,000 to be held for application against allowed fees and any other unpaid fees and expenses.

8. Fabyanske believes that the Debtor is current in payment of ordinary operating expenses and any allowed administrative expenses and all monthly operating reports are being timely filed.

9. A plan has been confirmed in this case.

SUMMARY OF POST-PETITION SERVICES PROVIDED TO THE DEBTOR

10. During the Compensation Period, Fabyanske advised the Debtor on a wide variety of matters and was involved in many issues relevant to the Debtor's case. In total, during the Compensation Period Fabyanske provided reasonable and valuable services to the Debtors in the amount of \$76,162.50 and incurred reasonable and necessary expenses in the amount of \$3,909.50. Attached hereto as Exhibit B is a copy of Fabyanske's itemized invoice relating to the Compensation Period, which includes description of the task performed, the names of the professionals who worked on the task, and the amount charged for the task. The itemized invoice constitutes only a general statement of the services rendered and time expended without description of the pressure and constraints under which Fabyanske actually rendered such services. Fabyanske submits that its fees and expenses were actual, necessary, and reasonable under the circumstances of this case and should be allowed.

11. Narrative descriptions of the services performed, the amount of time involved, and the amount requested in fees are summarized below and associated with specific tasks. Each of the tasks described below is derived from the July 7, 2020 Bankruptcy Code Set available at the following website of the American Bar Association which, in turns, explains that this Bankruptcy Code Set is "derived from the code set published by the U.S. Department of Justice, Executive Office for the United States Trustee":

https://www.americanbar.org/groups/litigation/resources/uniform_task_based_management_system/bankruptcy_code_set/

More specific descriptions of the services performed, the amount of time involved, and the amount due for the services performed are set forth in Fabyanske's itemized invoice attached hereto as **Exhibit B.**

A. Case Administration (B110): Hours 3.4; Fees \$1,615.00

12. Fabyanske coordinated with the Debtor and its financial advisor in the preparation of the Debtor's monthly operating reports and other documents of a financial nature the Debtor has been obligated to file with the Court.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	3.4	\$1,615.00
Grand Total				\$1,615.00

B. Fee/Employment Applications (B160): Hours .8; Fees \$380.00

14. Fabyanske prepared and assisted in the preparation of fee applications and attended a hearing concerning these applications.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	.8	\$380.00
Grand Total				\$388.00

C. Lease Assumption and Rejection (B185): Hours 4.2; Fees \$1,995.00

15. Fabyanske reviewed and provided legal advice to the Debtor regarding the status of its executory contracts including its license agreements and communicated with several counterparties to these contracts concerning cure amounts, amendments thereto and related issues. Fabyanske has also assisted the Debtor in reaching agreement executory contract counterparties including with NFL Properties LLC.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	4.2	\$1,995.00

Grand Total				\$1,995.00
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D. Business Operations (B210): Hours .5; Fees \$427.50

16. Fabyanske reviewed with the Debtor the marketability of certain inventory subject to the License Agreement between the Debtor and Fanatics, Inc., which has been terminated by agreement of the parties.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	.5	\$237.50
Grand Total				\$427.50

E. Financing/Cash Collections (B230): Hours 35.3; Fees \$16,767.50

17. Fabyanske reviewed and provided on a weekly basis to counsel for North Mill Capital, LLC and Fanatics Retail Group (Dreams), LLC (“FRG”), a “Cushion Report” pursuant to the *Stipulated Final Order Authorizing Debtor to Use Cash Collateral, to Incur Secured Postpetition Debt and Other Relief* (Doc. 75). Fabyanske worked with the Debtor and its financial advisor to negotiate and document an exit working capital line with Franklin Capital Holdings LLC in connection with the Debtor’s Plan of Reorganization.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	35.3	\$16,767.50
Grand Total				\$16,767.50

F. Claims Administration and Objections (B310): Hours 0.9; Fees \$617.50

18. Fabyanske reviewed the claims of certain creditors as requested by the Debtor.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	.9	\$427.50
Grand Total				\$427.50

G. Plan Formulation, Presentation and Confirmation (B320): Hours 117.8; Fees \$54,740.00

19. Fabyanske worked with the Debtor and its financial advisor to formulate and prepare an amended Plan of Reorganization, which it filed with the Court on 12/10/2020 and subsequently amended on several occasions to address issues raised by the Court at a hearing on February 1, 2021 and, subsequently, to address issues to settle the objections of settlement with FRG's objection to the Debtor's Amended Plan of Reorganization. Before the settlement between the Debtor and FRG, Fabyanske responded to discovery requests from FRG in connection with its opposition to the confirmation of the Debtor's Amended Plan. Fabyanske also assisted the Debtor in negotiating terms of settlement with FRG as well as the terms of an equity investment in the Debtor as a key part of the Debtor's Amended Plan. Fabyanske also assisted the Debtor to negotiate an agreement with FRG in order to present to the Court for confirmation by the Court a consensual plan of reorganization. The efforts of Fabyanske were successful and, consequently, presented to the Court a consensual plan of reorganization, which the Court confirmed. The Court did confirm Debtor's Amended Plan of Reorganization on March 26, 2021. In addition, Fabyanske coordinated, negotiated and documented three

separate sets of agreements between the Debtor, on the one hand, and Franklin, FRG and the equity investor, on the other hand, in order to satisfy the requirements of Debtor's Amended Plan of Reorganization. Subsequent to the confirmation of Debtor's Amended Plan of Reorganization, Fabyanske finalized these sets of documents and assisted the Debtor to close these transactions to satisfy the conditions precedent to the "Effective Date" of the Plan.

Timekeeper Name	Title	Hourly Rate	Total Hours Billed	Total Compensation
Paul L. Ratelle	Partner	\$475.00	113.3	\$53,817.50
Brandon M. Magnuson	Litigation Support	\$205	4.5	922.50
Grand Total				\$54,740.00

22. All services for which Fabyanske requests payment were performed on behalf of the Debtor and not on behalf of any other person. Fabyanske has not entered into any agreement with any other party for the purpose of fixing fees or other compensation for services rendered or expenses incurred in excess of the compensation allowed by law.

EXPENSES

23. In addition to the fees incurred above, Fabyanske has incurred actual and necessary expenses between December 18, 2020 and April 9, 2021 in the total amount of \$3,909.50. These expenses are itemized in the attached invoice and include the cost of transcripts of hearings and depositions, of copies of exhibits used during evidentiary hearings and motions, postage and meal expenses to facilitate additional preparation during the confirmation hearing. Included in Exhibit B is an itemization of the expenses Fabyanske seeks to recover in this Application.

LEGAL BASIS

24. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). In determining the amount of reasonable compensation to be awarded, the Court is to consider the nature, extent and value of such services, taking into account all relevant factors to determine whether the request for payment in connection with such services is fair and reasonable. 11 U.S.C. § 330(a)(3). The services Fabyanske provided during the Compensation Period were actual, reasonable, and necessary services on behalf of the Debtor, and the fees and expenses requested in this Application are fair and reasonable under the circumstances of this Case.

NO PRIOR APPLICATION

No prior request for the relief sought herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, Fabyanske respectfully requests that the Court enter and Order (i) granting the Application; (ii) awarding Fabyanske's allowance of fees incurred during the Compensation Period in the amount of \$76,162.50 and reimbursement of expenses in the amount of \$3,909.50; (iii) authorizing the Debtor to pay Fabyanske its allowed fees and expenses; and (iv) granting such other relief as is just and proper.

Dated: April 23, 2021

FABYANSKE, WESTRA, HART & THOMSON, P.A.

By: /s/ Paul L. Ratelle
Paul L. Ratelle (MN #127632)
333 South Seventh Street
Suite 2600
Minneapolis, MN 55402
612-359-7600
612-359-7602 (f)
[Email: pratelle@fwhtlaw.com](mailto:pratelle@fwhtlaw.com)

**ATTORNEYS FOR THE COMET CLOTHING
COMPANY, LLC**

VERIFICATION

I, Paul L. Ratelle, am a partner of the applicant named in the foregoing Notice of Hearing and Third Interim Application of Fabyanske, Westra, Hart & Thomson, P.A., Counsel to The Comet Clothing Company, LLC, for Allowance of Compensation and Reimbursement of Actual and Necessary Expenses, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information, and belief.

Fabyanske, Westra, Hart & Thomson, P.A., has not shared or agreed to share with any other person, other than with members of the firm, any compensation paid or to be paid in connection with this Third Interim Application.

Dated: April 23, 2021

/s/ Paul L. Ratelle
Paul L. Ratelle, Esq.

EXHIBIT A
(Order Granting Employment Application)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

The Comet Clothing Company, LLC,

Debtor.

Case No. 20-41592

Chapter 11, Subchapter V

ORDER

At Saint Paul, Minnesota.

This matter came before the Court on the application of the Debtor to employ the law firm of Fabyanske, Westra, Hart & Thomson, P.A. as chapter 11 counsel in the above-captioned case. [Dkt. No. 8]. It appears necessary for the Debtor to employ chapter 11 counsel. It appears that the attorneys selected by the Debtor do not hold or represent an interest adverse to the estate and that they are disinterested within the meaning of 11 U.S.C. § 327(a). Based on the application and record,

IT IS ORDERED:

1. The employment of Fabyanske, Westra, Hart & Thomson, P.A. to represent the Debtor in carrying out its duties as debtor in possession under title 11 of the United States Code is approved.

2. Fee applications by Fabyanske, Westra, Hart & Thomson, P.A. may be heard on thirty (30) day intervals from the commencement of the case. The Court may revoke this, particularly if it appears that the monthly cost of preparation of fee applications and notice becomes excessive.

Dated: *July 8, 2020*

/e/ William J. Fisher

William J. Fisher
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on <i>07/08/2020</i> Lori Vosejka, Clerk, by SD
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EXHIBIT B
(Fabyanske Invoice)

Fabyanske Westra Hart & Thomson, P.A.
333 South Seventh Street
Suite 2600
Minneapolis, MN 55402
Federal Tax I.D. No.: 41-1409512
<http://www.fwhtlaw.com>
Telephone: (612) 359-7600
Fax: (612) 359-7602

Comet Clothing Company, LLC
6117 Blue Circle Drive
Suite 100
Minnetonka, MN 55343

April 23, 2021
Client: 086972
Matter: 003
Invoice #: 242817
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RE: Bankruptcy

INVOICE SUMMARY

For Professional Services Rendered Through April 09, 2021

Current Professional Services	\$76,162.50
Prior Invoice Amount	\$109,671.86
<i>Less Payments</i>	<i>(\$109,671.80)</i>
Current Disbursements	\$3,909.50
Total Amount Due	\$80,072.00
Remaining Trust Balance	\$60,000.00

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PROFESSIONAL SERVICES

Date	Task	Description / Timekeeper	Hours	Amount
12/14/2020	B110	Review order for telephonic status conference with the court. PLR	0.10	\$47.50
12/22/2020	B110	Review and file monthly operating report. PLR	0.30	\$142.50
01/04/2021	B110	Review order granting Subchapter V Trustee's fees; forward same to Debtor. PLR	0.10	\$47.50
01/12/2021	B110	Email exchange with Debtor regarding use by the City of Buffalo of Debtor's intellectual property. PLR	0.20	\$95.00
01/13/2021	B110	Telephone call with Debtor regarding unauthorized use of Debtor's IP. PLR	0.30	\$142.50
01/25/2021	B110	Review and file monthly operating report. PLR	0.30	\$142.50
02/23/2021	B110	Review and file monthly operating report. PLR	0.30	\$142.50
04/08/2021	B110	Telephone call with financial advisor regarding preparation of report of payments pursuant to court order (.5). PLR	0.50	\$237.50
04/09/2021	B110	Review information from Debtor and financial advisor in connection with the preparation of report of payments pursuant to court order (.4); telephone call with financial advisor regarding same (.7); telephone call with Debtor regarding same (.2). PLR	1.30	\$617.50
Total B110:			3.40	\$1,615.00
Date	Task	Description / Timekeeper	Hours	Amount
01/05/2021	B160	Draft and finalize fee application (.5); review fee application of financial advisor and arrange for filing of same (.1). PLR	0.60	\$285.00
01/25/2021	B160	Draft amended verification regarding the applications. PLR	0.20	\$95.00
Total B160:			0.80	\$380.00

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PROFESSIONAL SERVICES

Date	Task	Description / Timekeeper	Hours	Amount
01/21/2021	B185	Email exchange with attorney Ornstein regarding NFL License Agreement (.3); draft notice of executory contracts to be assumed by the debtor pursuant to the plan (.2); telephone call with Debtor regarding same (.2). PLR	0.70	\$332.50
01/22/2021	B185	Finalize and file notice of executory contracts to be assumed by the debtor pursuant to the plan. PLR	0.20	\$95.00
01/25/2021	B185	Telephone call with attorney Zelmanovitz regarding NFL license agreement (.2); draft supplement to notice of executory contracts to be assumed by the debtor pursuant to the plan and file same (.3). PLR	0.50	\$237.50
01/26/2021	B185	Review amendment to NFL license agreement. PLR	0.20	\$95.00
03/02/2021	B185	Review NFL approved amendment and prepare written analysis for Debtor and financial advisor regarding required revisions to amendment (.4). PLR	0.40	\$190.00
03/05/2021	B185	Email exchange with Debtor regarding amendment to license agreement. PLR	0.20	\$95.00
03/09/2021	B185	Email exchange with Debtor regarding amendment to license agreement (.4); telephone call with debtor regarding same (.2); draft revised amendment and forward same to Debtor (.2). PLR	0.80	\$380.00
03/16/2021	B185	Review and respond to email from the Debtor regarding amendment to license agreement (.3); telephone call with Debtor regarding same (.1). PLR	0.40	\$190.00
03/17/2021	B185	Telephone call with Debtor regarding amendment to license agreement (.2). PLR	0.20	\$95.00
03/22/2021	B185	Telephone call with attorney Zelmanovitz regarding amendment to NFL license agreement (.2); telephone call with Debtor regarding same (.2); coordinate execution of amendment to license agreement (.1). PLR	0.50	\$237.50
03/26/2021	B185	Email to attorney Zelmanovitz forwarding confirmation order and follow-up to amendment to license agreement (.2); review fully executed amendment to license agreement and forward same to Debtor (.1). PLR	0.10	\$47.50
Total B185:			4.20	\$1,995.00

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PROFESSIONAL SERVICES

Date	Task	Description / Timekeeper	Hours	Amount
02/13/2021	B210	Review email from Debtor regarding miscellaneous business issues. PLR	0.20	\$95.00
02/26/2021	B210	Review email from Debtor regarding the sale prospects for MLB licensed inventory (.1); follow-up telephone call with Debtor regarding same (.1). PLR	0.20	\$95.00
03/01/2021	B210	Review email from Debtor regarding the sale prospects for MLB licensed inventory (.1). PLR	0.10	\$47.50
Total B210:			0.50	\$237.50
Date	Task	Description / Timekeeper	Hours	Amount
12/16/2020	B230	Prepare for status conference with the court (.2); telephone call with attorney Gallo regarding same (.2); attend status conference with the court (.3); review court's scheduling order and forward same to Debtor (.2); draft ballot and forward to court for review (.1); email exchange with the court regarding scheduling of evidentiary hearing (.1). PLR	1.10	\$522.50
12/16/2020	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
12/17/2020	B230	Email exchange with financial advisor regarding updated 13-week projections. PLR	0.20	\$95.00
12/18/2020	B230	Telephone call with attorney Schreiber regarding Franklin Capital working capital facility. PLR	0.30	\$142.50
12/21/2020	B230	Review draft loan and collateral documents from attorney Schreiber regarding Franklin Capital working capital facility (1.1); review same with financial advisor (.4); email to attorney Schreiber regarding documentation (.3). PLR	1.80	\$855.00
12/22/2020	B230	Email exchange with attorney Schreiber regarding Franklin Capital working capital facility. PLR	0.60	\$285.00
12/23/2020	B230	Review revised documents from attorney Schreiber pertaining to the Franklin Capital working capital facility (.3); review 13-week cash forecast prepared by financial advisor (.2); review same with financial advisor (.2). PLR	0.70	\$332.50
12/24/2020	B230	Review weekly cushion report (.2); email exchange with financial advisor regarding same and updated 13-week cash forecast (.3); email same to counsel (.1). PLR	0.60	\$285.00

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PROFESSIONAL SERVICES

Date	Task	Description / Timekeeper	Hours	Amount
12/28/2020	B230	Email exchange with attorney Gallo regarding debtor's updated 13-week cash flow projection and budget beginning 12-14-2020 (.1); telephone call with financial advisor regarding same as well as other miscellaneous revenue and budget issues (.3). PLR	0.40	\$190.00
12/29/2020	B230	Draft email to attorney Schreiber regarding revisions to Keep all Agreement (.3); telephone call with Debtor and financial advisor regarding same (.2). PLR	0.50	\$237.50
12/30/2020	B230	Review weekly cushion report (.2);; email same to counsel (.1). PLR	0.30	\$142.50
01/06/2021	B230	Review weekly cushion report (.2); telephone call with financial advisor regarding same (.3); email same to counsel (.1). PLR	0.60	\$285.00
01/07/2021	B230	Telephone call with financial advisor and Debtor regarding Franklin Capital financing. PLR	0.60	\$285.00
01/13/2021	B230	Review weekly cushion report (.2); telephone call with financial advisor regarding same (.4); email same to counsel (.1). PLR	0.70	\$332.50
01/15/2021	B230	Review loan documentation from Franklin Capital (.8); email exchange with attorney Schreiber regarding draft keep well agreement (.3). PLR	1.10	\$522.50
01/20/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
01/20/2021	B230	Draft revisions to Franklin Capital loan documents. PLR	1.40	\$665.00
01/27/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
02/03/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
02/05/2021	B230	Telephone call with financial advisor open issues regarding Franklin Capital financing (.1). PLR	0.30	\$142.50
02/08/2021	B230	Draft revisions to Trademark License and Keepwell Agreement with Franklin Capital (1.2); email to attorney Gallo regarding same (.1); telephone call with attorney Schreiber regarding Franklin Capital financing (.2); telephone call with financial advisor regarding financing documentation (.4). PLR	1.90	\$902.50

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Date	Task	Description / Timekeeper	Hours	Amount
02/10/2021	B230	Review weekly cushion report (.2); email same to counsel (.1); review email from attorney Gallo regarding comments to proposed lien subordination agreement with Franklin Capital (.4). PLR	0.70	\$332.50
02/11/2021	B230	Email exchange with attorney Sieling regarding Fanatics' comments to Franklin Capital proposed lien subordination agreement (.2); review redlines to Franklin Capital financing documents from Franklin Capital (.3) email to attorney Gallo regarding financing (.1); conference call with attorneys Gallo and Pedrick (.7); telephone call with attorney Schreiber (.1). PLR	1.40	\$665.00
02/12/2021	B230	Telephone call with attorney Schreiber regarding Franklin Capital financing documents (.8). PLR	0.80	\$380.00
02/15/2021	B230	Review comments from Fanatics to Trademark License and Keepwell Agreement (.3); email to attorney Schreiber regarding same (.1). PLR	0.40	\$190.00
02/16/2021	B230	Review email from Kylie Dore of Franklin Capital regarding subordination agreement (.2); telephone call with financial advisor regarding same (.4); draft revised Trademark License and Keepwell Agreement incorporating joint comments of Fanatics in the Debtor and forward same to attorney Schreiber (.3). PLR	0.90	\$427.50
02/17/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
02/18/2021	B230	Review multiple emails from Franklin Capital regarding terms of financing documents (.3); telephone call with attorney Schreiber regarding revisions to Franklin Capital financing documents (1.5); telephone call with financial advisor regarding proposed revisions to Franklin Capital financing documents (.2). PLR	2.00	\$950.00
02/19/2021	B230	Review emails from Franklin Capital regarding terms of financing documents (.1); telephone call with financial advisor regarding same (.5). PLR	0.60	\$285.00
02/22/2021	B230	Draft revisions to Franklin Capital financing documents and forward same to attorneys Schreiber and Gallo for their review (3.0); telephone call with Debtor regarding revisions to Franklin Capital financing documents (.2). PLR	3.20	\$1,520.00

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Date	Task	Description / Timekeeper	Hours	Amount
02/24/2021	B230	Review proposed modifications to the Franklin subordination agreement and trademark agreement and forward same to attorney Schreiber for review and comment (.2). PLR	0.20	\$95.00
02/25/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
02/26/2021	B230	Review revisions to financing documents from attorney Schreiber concerning Franklin Capital 1..8); telephone call with financial advisor regarding same (.4); email to attorney Pedrick (.2). PLR	2.40	\$1,140.00
03/02/2021	B230	Telephone call with attorney Schreiber regarding Franklin Capital financing. PLR	0.20	\$95.00
03/03/2021	B230	Draft memo to attorney Schreiber regarding open issues pertaining to financing by Franklin Capital (.8); telephone call with attorney Schreiber (.2); telephone call with financial advisor (.5). PLR	1.50	\$712.50
03/03/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
03/04/2021	B230	Telephone call with attorney Schreiber regarding Franklin Capital financing documents; (.4); email to attorney Schreiber addressing additional modifications to financing documents (.2). PLR	0.50	\$237.50
03/09/2021	B230	Conference call with attorneys Schreiber and Pedrick (.3). PLR	0.30	\$142.50
03/10/2021	B230	Review weekly cushion report (.2); email same to counsel (.1). PLR	0.30	\$142.50
03/16/2021	B230	Finalize drafts of Franklin Capital financing documents (.3); email to attorney Schreiber and forwarding drafts of financing documents (.2). PLR	0.50	\$237.50
03/17/2021	B230	Email exchange with Financial advisor regarding two-week budget (.2); Review weekly cushion report (.2); email same to counsel (.1). PLR	0.50	\$237.50
03/18/2021	B230	Email exchange with attorney Schreiber regarding final drafts of financing documents with Franklin Capital (.4). PLR	0.40	\$190.00
03/19/2021	B230	Email from attorney Schreiber regarding final drafts of financing documents with Franklin Capital. PLR	0.10	\$47.50
03/22/2021	B230	Email to attorney Schreiber regarding prospective "Effective Date" and potential closing on financing with Franklin Capital (.2). PLR	0.20	\$95.00

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Date	Task	Description / Timekeeper	Hours	Amount
03/23/2021	B230	Email exchange with Franklin Capital coordinating closing of financing (.1). PLR	0.10	\$47.50
03/26/2021	B230	Email to attorney Schreiber forwarding confirmation order and inquiring about execution drafts of the Franklin Capital financing documents (.2). PLR	0.20	\$95.00
03/29/2021	B230	Telephone call with attorney Schreiber (.2); review Franklin Capital online agreement and resolution for approval of financing (.2); revise resolution for approval of financing (.2); Draft email to Franklin Capital (Kylie Dore) regarding board managed LLC (.2). PLR	0.20	\$95.00
03/30/2021	B230	Telephone call with financial advisor regarding Franklin Capital (.2). PLR	0.20	\$95.00
03/31/2021	B230	Email exchange with Kylie Dore of Franklin Capital regarding online agreement (.4); review execution drafts of financing documents for Franklin Capital (.8); telephone call with attorney Pedrick regarding Franklin Capital financing documents (.1). PLR	1.30	\$617.50
04/01/2021	B230	Telephone call with financial advisor regarding follow-up with Franklin Capital regarding financing documents (.4); follow-up emails to financial advisor regarding same (.3). PLR financial information from the Debtor (.2). PLR	0.70	\$332.50
04/02/2021	B230	Review email from financial advisor regarding follow-up with Franklin Capital. PLR	0.10	\$47.50
04/06/2021	B230	Review updated financing documents from Franklin Capital (.3); email exchange with Kylie Dore regarding online agreement (.2). PLR	0.50	\$237.50
04/07/2021	B230	Email exchange with Kylie Dore regarding closing on Franklin Capital financing (.2). PLR	0.20	\$95.00
04/08/2021	B230	Email exchange with Kylie Dore and attorney Pedrick regarding coordination of execution of documents between Debtor, Fanatics and Franklin Capitol (.3); telephone call with Debtor regarding closing with Franklin Capital (.3). PLR	0.60	\$285.00
Total B230:			35.30	\$16,767.50

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Date	Task	Description / Timekeeper	Hours	Amount
03/24/2021	B310	Telephone call with financial advisor regarding North Mill claim (.2). PLR	0.20	\$95.00
03/30/2021	B310	Telephone call with Debtor regarding unpaid claim of creditor GTIC (.2). PLR	0.20	\$95.00
03/31/2021	B310	Email exchange with Debtor regarding claims. PLR	0.30	\$142.50
04/02/2021	B310	Review proposal from attorney for North Mill regarding compromise of claim (.1); telephone call with financial advisor regarding same (.1). PLR	0.20	\$95.00

Total B310: 0.90 \$427.50

Date	Task	Description / Timekeeper	Hours	Amount
12/15/2020	B320	Review investor proposal from the Debtor (.1); telephone call with the Debtor regarding same and 12/16 status conference with the court (.2); email to attorney Gallo regarding status conference (.1). PLR	0.40	\$190.00
12/17/2020	B320	Draft Plan Solicitation Letter (.2); email exchange with Debtor finalizing same (.2). PLR	0.40	\$190.00
01/11/2021	B320	Telephone call with attorney Sieling regarding negotiations with Fanatics (.2); email exchange with attorney Gallo regarding same (.1). PLR	0.20	\$95.00
01/13/2021	B320	Telephone call with financial advisor regarding plan issues. PLR	0.50	\$237.50
01/15/2021	B320	Telephone call with attorney Gallo regarding Fanatics' response to Debtor's Plan (.2); review discovery requests and deposition notices and forward same to Debtor (.2). PLR	0.40	\$190.00
01/21/2021	B320	Conference call with Debtor regarding plan issues including equity proposal. PLR	0.80	\$380.00
01/25/2021	B320	Review email from attorney Gallo regarding responses to discovery (.1); review Fanatics' objection to confirmation of Debtor's plan (.4); telephone call with debtor regarding same (.5); telephone call with financial advisor regarding same (.5). PLR	1.50	\$712.50

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Date	Task	Description / Timekeeper	Hours	Amount
01/26/2021	B320	Draft email to attorney Gallo regarding discovery (.2); telephone call with attorney Sieling regarding plan and Fanatics' objection (.1); multiple telephone calls with financial advisor regarding plan issues (1.9). PLR	2.20	\$1,045.00
01/28/2021	B320	Multiple telephone calls with Debtor regarding interest of third party options to invest in the Debtor (2.4); review term sheet (1.2)' conference call with prospective investor to discuss term sheet (.8). PLR	4.40	\$2,090.00
01/29/2021	B320	Draft revised term sheet to submit to prospective investors (1.5); multiple telephone calls with Debtor regarding draft term sheet (.8); draft email summary of revised term sheet (.3). PLR	2.60	\$1,235.00
01/30/2021	B320	Multiple telephone calls with the Debtor regarding terms of equity investments (1.8); review and arrange for document production to Fanatics (.6). PLR	2.40	\$1,140.00
01/30/2021	B320	Discussed production requirements with Case Team and entered discussed instruction into new Job #003717. Copied documents linked to Job to LAW staging. Imported documents into LAW for processing. Performed tiff conversion on documents. Numbered documents per provided convention. Endorsed documents with assigned number. Exported documents to PDF. Copied documents to litigation drive. BMM	1.10	\$225.50
01/30/2021	B320	Continued work on Job #003717 by making additional adjustments as directed by Paul Ratelle. Re-numbered and Re-endorsed documents. Exported to new PDFs and replaced on litigation drive. BMM	0.30	\$61.50
01/31/2021	B320	Email exchanges with attorney Gallo regarding document production (.2); multiple telephone calls with Debtor regarding equity investment under Plan revised terms of equity investment (1.5); draft revisions to term sheet for equity investment (1.3); email exchange with Debtor regarding issues raised by prospective investor in response to equity investment term sheet (.3); legal research regarding confirmation issues in preparation for 2/1 hearing (2.0); telephone call with financial advisor regarding same (2.2). PLR	7.50	\$3,562.50
01/31/2021	B320	Finalized work on Job #003717 by making additional adjustments as directed by Paul Ratelle. Re-numbered and Re-endorsed documents. Exported to new PDFs and replaced on litigation drive. BMM	0.80	\$164.00

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Date	Task	Description / Timekeeper	Hours	Amount
02/01/2021	B320	Prepare for preliminary confirmation hearing (.8); attend and represent Debtor at preliminary confirmation hearing (1.1); telephone call with financial advisor regarding hearing and open plan confirmation issues (1.0); telephone call with Debtor regarding hearing (.4); telephone call with attorney Sieling regarding plan negotiations with Fanatics (.3). PLR	3.60	\$1,710.00
02/02/2021	B320	Draft amended Second Plan of Reorganization of the Debtor (1.3); email exchange with attorney Gallo regarding amended plan and coordinating discovery (.3); review and revise outline of proposed settlement terms with Fanatics (.8); telephone call with attorney Sieling discuss proposed settlement terms and review comments regarding same (.4). PLR	2.80	\$1,330.00
02/03/2021	B320	Multiple telephone calls with attorney Sieling regarding settlement negotiations with Fanatics (.3); review marketing information from Adidas regarding sale of products using Debtors IP (.3); telephone call with Debtor regarding proposed settlement terms with Fanatics (.3); draft and finalize witness list for 2/8 confirmation hearing (.3); email exchange with attorney for prospective investor regarding term sheet (.2); review draft revisions from Fanatics regarding Debtors amended plan of reorganization (.3); view Fanatics' objection to assumption of executory contracts (.3); review comments from attorney for prospective investor regarding investor term sheet (.3). PLR	2.30	\$1,092.50
02/04/2021	B320	Telephone call with attorney for prospective investor regarding terms of investment (.9); legal research regarding issues narrowed by the court for consideration at the confirmation hearing (1.5); telephone call with financial advisor in preparation for 2/5 deposition (1.1); telephone call with attorney Gallo regarding settlement, amendments to plan and continuance of 2/8 confirmation hearing (.2); conference call with attorneys Gallo and Sieling regarding same (.2); follow-up telephone call with attorney Sieling (.1); email exchange with attorneys Gallo and Sieling confirming continued confirmation hearing date of 2/22 (.1). PLR	4.10	\$1,947.50
02/06/2021	B320	Review email from Debtor addressing open plan issues (.1); Review court order rescheduling confirmation hearing (.1); email to Debtor forwarding court order and addressing Effective	0.40	\$190.00

Date conditions (.2). PLR April 23, 2021

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Date	Task	Description / Timekeeper	Hours	Amount
02/07/2021	B320	Telephone call with Debtor regarding plan issues. PLR	0.10	\$47.50
02/09/2021	B320	Email exchange with attorney Schreiber regarding Debtor' plan and confirmation hearing (.4); multiple telephone calls with attorney for prospective investor regarding terms of investment (.7); telephone call with Debtor regarding same (.3); draft revised term sheet (.7); email exchange with attorney Sieling regarding settlement negotiations (.1). PLR	2.20	\$1,045.00
02/10/2021	B320	Telephone call with Debtor regarding plan. PLR	0.30	\$142.50
02/11/2021	B320	Review draft revisions to equity investment term sheet from attorney for prospective investor (.3); telephone call with Debtor regarding open plan issues arising from proposed revisions to the Franklin Capital financing and investor term sheet (.8). PLR	1.10	\$522.50
02/15/2021	B320	Review revised draft of proposed Fanatics' secured promissory note (.3); telephone conversation with financial advisor regarding projected financial statements in relation to covenants proposed by Fanatics to be included in its note (.2); email exchanges with the Debtor regarding ballots regarding Debtors plan of reorganization (.4); telephone conversation with Debtor regarding same (.3); review exhibit list filed by Fanatics in connection with 2/22 confirmation hearing (.2); draft and finalize Debtors exhibit list and arrange for filing of same (.3); draft additional modification to amended plan of reorganization and forward same to attorneys Gallo and Sieling for their review and comment (.4); review email from attorney Gallo in response to modifications to amended plan (.1); finalize and arrange for filing of amended plan (.2). PLR	2.40	\$1,140.00
02/16/2021	B320	Telephone call with financial advisor regarding open plan issues. PLR	1.60	\$760.00

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Date	Task	Description / Timekeeper	Hours	Amount
02/17/2021	B320	Telephone call with Debtor and financial advisor regarding 2/11 draft of investor term sheet (.5); draft revisions to term sheet and forward same to attorney for prospective investor (.4); telephone call with financial advisor in preparation for conference call with Fanatics' attorneys regarding proposed financial covenants (.4); conference call with attorneys Gallo and Pedrick regarding settlement and terms of restructured note (1.5); telephone call with attorney Sieling regarding status of settlement discussions with Fanatics (.1). PLR	2.90	\$1,377.50
02/18/2021	B320	Review analysis from financial advisor in preparation for confirmation hearing (.3); telephone call with financial advisor regarding same (.7); review email from attorney for prospective investor and revised term sheet (.4); telephone call with attorney Gallo regarding continuance of 2/22 hearing and settlement (.2); review email from attorney for prospective investor regarding term sheet (.2). PLR	1.80	\$855.00
02/19/2021	B320	Telephone call with attorney Sieling regarding status of plan negotiations (.2); review email from the court continuing the confirmation hearing to 2/25 (.1); forward same to the Debtor (.1). PLR	0.40	\$190.00
02/22/2021	B320	Draft revision to investment term sheet and forward same to attorney for prospective investor (.4); telephone call with Debtor regarding revised term sheet (.2); telephone call with attorney Gallo regarding settlement (2). PLR	0.80	\$380.00
02/23/2021	B320	Review revised financing documents from attorney Pedrick; forward same to Debtor and financial advisor (.7); conference call with Debtor and financial advisor regarding Fanatics' proposed loan covenants and Debtor's financial projections under the Plan (1.1); review email from attorney for prospective investor accepting revised term sheet (.1). PLR	1.90	\$902.50
02/24/2021	B320	Telephone call with attorney Sieling regarding status of plan negotiations (.2); draft revisions to proposed Fanatics' note and security agreement and forward same to attorneys Gallo and Pedrick (.8); draft email to the Court regarding the confirmation hearing scheduled for 2/25 (.3); conference call with Fanatics' attorneys regarding settlement of objections to Debtors Plan (1.4); telephone call with financial advisor regarding same (.2). PLR	2.90	\$1,377.50

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Date	Task	Description / Timekeeper	Hours	Amount
02/25/2021	B320	Prepare for and attend court hearing (.5); telephone call with financial advisor regarding open plan issues (.4); telephone call with Debtor regarding open plan issues (.2); email exchange with attorney for prospective investor confirming execution of term sheet (.1); notice of continued Confirmation hearing (.1). PLR	1.30	\$617.50
03/01/2021	B320	Email exchange with attorney Pedrick regarding follow-up with Franklin Capital (.2); telephone call with financial advisor regarding Fanatics-Note loan covenants (.3). PLR	0.50	\$237.50
03/02/2021	B320	Telephone call with financial advisor financial projections (.2); conference call with financial advisor and Debtor in preparation for conference call with Fanatics regarding settlement (.5); conference call with Fanatics' attorneys regarding settlement (.8). PLR	1.50	\$712.50
03/05/2021	B320	Review updated financial projections from financial advisor (.7); telephone call with Debtor in financial advisor regarding same (1.0). PLR	1.70	\$807.50
03/06/2021	B320	Draft revisions to Fanatics' secured promissory note and security agreement; draft revisions to Debtor's second amended second plan of reorganization (1.8); email to attorneys Gallo and Pedrick regarding same (.2). PLR	2.00	\$950.00
03/08/2021	B320	Review comments from attorney Gallo regarding second amended plan of reorganization (.5); conference call with attorneys Gallo and Pedrick regarding Plan, terms of restructured note including loan covenants and related financial projections (.8); follow-up telephone call with financial advisor regarding adjusted collateral coverage worksheet (.4); review adjusted collateral coverage worksheet from financial advisor and forward same to attorneys Gallo and Pedrick (.4). PLR	2.10	\$997.50

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Date	Task	Description / Timekeeper	Hours	Amount
03/09/2021	B320	Draft additional revisions to second amended plan (.5); email to attorneys Gallo and Sieling regarding amendments to plan (.1); telephone call with attorney Sieling regarding plan negotiations (.2); email with attorney Pedrick regarding financial covenants proposed by Fanatics (1.2); review multiple emails from attorney Gallo regarding same (.2); review with financial advisor revised loan covenants proposed by Fanatics (1.8); review revised note, subordination agreement and security agreement proposed by Fanatics (.3); prepare additional revisions to secured promissory note to Fanatics and forward same to attorneys Gallo and Pedrick (.3); finalize and arrange for filing Second Amendment to Debtor's Second Plan of Reorganization (.3); prepare and file report on ballot tabulation (.3). PLR	5.20	\$2,470.00
03/10/2021	B320	Prepare for and attend court hearing (.2); telephone call with Debtor regarding status of confirmation hearing (.3); telephone call with attorney Sieling re plan negotiations(.2); review email from attorney Pedrick regarding proposed modifications to Fanatics' secured note (.2). PLR	0.90	\$427.50
03/15/2021	B320	Telephone call with attorney Pedrick regarding finalizing terms of the restructured Fanatics note and security agreement (.7); follow-up telephone call with financial advisor regarding same (.3). PLR	1.00	\$475.00
03/16/2021	B320	Review email from attorney Pedrick an updated Security Agreement and Secured Promissory Note and forward same to Debtor and financial advisor (.3); follow-up telephone call with financial advisor regarding same (.3); draft email to attorney Pedrick regarding Fanatics' loan documents (.2); email to attorneys Pedrick and Gallo regarding plan supplement (.1); email exchange with attorney Sieling regarding status of plan negotiations with Fanatics (.1). PLR	1.00	\$475.00
03/17/2021	B320	Review revised projections to be included with plan supplement (.4); telephone call with financial advisor regarding same (.6); telephone call with attorney Gallo regarding continuing confirmation hearing (.1); email exchange with court regarding same (.1); email to attorney Gallo regarding filing supplement the plan. PLR	1.00	\$475.00

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Date	Task	Description / Timekeeper	Hours	Amount
03/18/2021	B320	Review updated projections and three-week budget forecast (.3); change the financial advisor regarding same (.2); email to attorney Gallo regarding same (.2). PLR	0.70	\$332.50
03/22/2021	B320	Review schedules prepared by financial advisor, as requested by Fanatics' attorney in advance of conference call with Fanatics' attorneys and financial advisor and forward same in advance of conference call (.4); conference call with Debtor's financial advisor, Fanatics' financial advisor and attorneys Gallo and Pedrick (.8); telephone call with financial advisor in preparation of modified spreadsheets addressing collateral coverage ratios and review same (.6); email to attorney Pedrick regarding updated collateral coverage ratios (.1); draft proposed confirmation order and forward same to attorneys Gallo and Sieling (.8); draft plan supplement (.2); email to attorney Gallo regarding plan supplement and revisions to proposed confirmation order (.2); email to attorney Pedrick regarding proposed revised asset coverage test ratios (.4); review comments to proposed confirmation order from attorney Gallo (.3); email to court forwarding proposed draft of confirmation order (.2); prepare and file with the court declaration including supplements to plan (.2). PLR	4.20	\$1,995.00
03/23/2021	B320	Conference call with financial advisor and Debtor in advance of 3/23 confirmation hearing (.6); prepare for and attend confirmation hearing (.8); draft revised form of confirmation order and forward same to attorneys Gallo and Clark for review and comment (.5); prepare and file conforming Second Amended Second Plan of Reorganization of the Debtor (.3); draft and file motion to deem acceptance of modified plan (.7). PLR	2.90	\$1,377.50
03/24/2021	B320	Review draft revisions to confirmation order from attorney Gallo (.2); telephone call with Debtor in preparation for 3/25 confirmation hearing (.8); draft additional revisions to proposed plan and forward same to Judge Fisher's chambers (.4); draft and file amended motion to deem acceptance of modified plan and arrange for service of same upon creditors/equity holders voting in favor of Debtor's Plan (.5); review Fanatics' Motion the change vote (.2). PLR	2.10	\$997.50

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Date	Task	Description / Timekeeper	Hours	Amount
03/25/2021	B320	Telephone call with attorney for investor and forward to him the Fanatics' Secured Promissory Note and Security Agreement (.3); prepare for and represent Debtor at confirmation hearing 1.3); telephone call with investor's attorney regarding confirmation of Debtor's plan (.2); review draft revisions to proposed confirmation order from attorney Gallo (.2); modify and finalize draft order and forward same to the court (.2); draft emails to investor's attorney regarding repayment terms under the plan approved Fanatics' Note (.2); email to investors attorney regarding Debtor's projections, budgets and revised asset coverage test ratios (.2). PLR	2.60	\$1,235.00
03/26/2021	B320	Collate and forward to investor's attorney due drafts of documents with Franklin Capital and Fanatics identified In Debtor's Plan of Reorganization (.4); multiple telephone calls with investor's attorney regarding same (.6); review orders entered by the Court in connection with the confirmation of the Debtor's Plan of Reorganization and forward same to Debtor and financial advisor (.2). PLR	0.80	\$380.00
03/29/2021	B320	Draft amended and restated operating agreement pursuant to confirm plan of reorganization (4.2); email to investor's attorney forwarding same (.2); draft promissory note to investor pursuant to confirm plan of reorganization (.8); email to investor's attorney forwarding same (.2); email exchange with attorney Gallo regarding mutual release (.2); conference call with attorneys Gallo and Pedrick regarding satisfying conditions for "Effective Date" under the confirmed plan (.6). PLR	5.60	\$2,660.00
03/30/2021	B320	Review stipulations of dismissal of adversary proceedings (.2); telephone call with Debtor regarding "Effective Date" conditions (.3); review proposed joint motion to vacate judgment and proposed order from attorney Gallo (.3). PLR	0.80	\$380.00
03/31/2021	B320	Telephone call with investor's attorney (.3); email exchange with investors attorney regarding investment documentation (.4); review updated Fanatics/Debtor documents (.2); email to attorney O'Brien regarding financing statement (.1); draft subscription agreement in connection with investment by investor (1.2). PLR	2.20	\$1,045.00

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Date	Task	Description / Timekeeper	Hours	Amount
03/31/2021	B320	Per Job #003820, imported provided Word documents and PDF into LAW for processing. Imaged documents. Unitized PDF. Performed OCR on unitized documents. Exported documents and loaded to Relativity. Manually extracted text for each document out of merged PDF and loaded to Relativity. Created and ran Textual Near Deduplication Structured Analytics Set. Connected to Zoom session with Paul Ratelle and performed assisted with comparison evaluation. Exported document comparison results to PDF. Drafted email to Paul with results. BMM	2.30	\$471.50
04/01/2021	B320	Complete draft of subscription agreement and forward to investors attorney (3.4); telephone call with Debtor regarding Effective Date conditions (.3); telephone call with investors attorney (.5); draft email to court responding to inquiry on the status of filing stipulations of dismissal of adversary proceedings (.3). PLR	4.50	\$2,137.50
04/02/2021	B320	Review comments from investor's attorney regarding operating agreement, subscription agreement and note (.8); ; draft email to investor's attorney regarding production of	1.00	\$475.00
04/03/2021	B320	Telephone call with Debtor regarding status of investment documents. PLR 320]	0.50	\$237.50
04/04/2021	B320	Draft emails to financial advisor regarding investor documents. PLR	0.30	\$142.50
04/05/2021	B320	Draft revisions to investment documents (3.2); telephone call with investment advisor regarding same (.8); telephone call with Debtor regarding same (.4); email to Investor's attorney regarding monthly operating reports (.2); telephone call with investor's attorney regarding revised drafts of investment documents (.4); draft revisions to investment documents based upon teleph	0.60	\$285.00
04/06/2021	B320	Email exchanges with investor's attorney regarding terms of the investment documents (.4); multiple telephone calls with Debtor regarding same (.6); draft revised investment documents (.8); email to financial advisor regarding updating collateral coverage ratios in light of 4/7 closing (.8); draft revisions to litigation dismissal documents (.3); email to attorney Gallo regarding status of investor documentation and 4/7 closing (.3). PLR	3.20	\$1,520.00

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Date	Task	Description / Timekeeper	Hours	Amount
04/07/2021	B320	Email exchange with the attorney Gallo regarding investor documentation; multiple telephone calls with investor's attorney regarding closing (.3); email exchanges with investor's attorney regarding same as well as responding to requests for additional information relative to closing (2.0); email exchanges with Debtor regarding information requested by the investor's attorney (.5); multiple telephone calls with Debtor regarding closing of investment under the Plan (.8); review updated collateral coverage ratios prepared by financial advisor (.3); telephone call with financial advisor regarding same (.2); draft email to attorney Pedrick regarding revised collateral coverage ratios (.3); revise date of Fanatics/Debtor note and security agreement and forward same to attorney Pedrick (.3); review email from attorney O'Brien together with proposed execution versions of the promissory note and security agreement with Fanatics (.2). PLR	4.90	\$2,327.50
04/08/2021	B320	Email to attorney O'Brien regarding closing on the Comet/Fanatics transaction (.2); telephone call with financial advisor regarding form of spreadsheet to be included is the approved budget exhibit under the note (.2); email to attorney O'Brien regarding same (.1); email exchange with investor's attorney regarding receipt of proceeds from investor (.1); review and approve additional modifications to litigation dismissal documents (.5); telephone calls with Debtor regarding execution of Fanatics' documents (.2); email to Fanatics' attorneys regarding closing (.2); forward to Fanatics' attorneys where confirmation of payment of \$300,000 dollars to Fanatics and forward executed financing documents with Franklin Capital (.3); email exchange with attorney Pedrick authorizing release of signature pages and confirming closing (.2). PLR	2.00	\$950.00
04/09/2021	B320	Prepare and file with the court Debtor's notice of occurrence of Effective Date under the Debtor's Plan. PLR	0.20	\$95.00
Total B320:			117.80	\$54,740.00

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PROFESSIONAL SERVICES

Total Professional Services 162.90 \$76,162.50

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Amount
PLR Paul L. Ratelle	158.40	\$475.00	\$75,240.00
BMM Brandon M. Magnuson	4.50	\$205.00	\$922.50

DISBURSEMENTS

Date	Description of Disbursements	Amount
01/22/2021	B&W Print Copies [E100 - E101](6220 @ \$0.20)	\$1,244.00
3/11/2021	TSG Reporting, Inc.- Deposition Costs- Transcripts: Robert Truax, Robert DeWolfe [E100 - E115]	\$2,449.50
04/09/2021	Color Photocopies [E100 - E101](216 @ \$1.00)	\$216.00
	Total Disbursements	\$3,909.50

Total Services	\$76,162.50
Total Disbursements	\$3,909.50
Total Current Charges	\$80,072.00
Previous Balance	\$109,671.86
Less Payments	(\$109,671.86)
PAY THIS AMOUNT	\$80,072.00

Trust Balance	\$60,000.00
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Due Upon Receipt. Please include the invoice number on all remittance. Thank you.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Case No. 20-41592

The Comet Clothing Company, LLC,

Chapter 11(Subchapter V)

Debtor.

**ORDER GRANTING THIRD INTERIM APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES OF
FABYANSKE, WESTRA, HART & THOMSON, P.A., COUNSEL TO DEBTORS**

This case is before the court on the third interim application of Fabyanske, Westra, Hart & Thomson, P.A. (“Fabyanske”) for compensation (the “Application”). Based on the Application and the files,

IT IS ORDERED:

1. Fabyanske’s fees incurred between December 14, 2020 and April 9, 2021 in the amount of \$76,162.50 are hereby ALLOWED;
2. Fabyanske’s expenses incurred between December 18, 2020 and April 9, 2021 in the amount of \$3,909.50 are hereby ALLOWED; and
3. The Comet Clothing Company, LLC, the debtor in this matter, is hereby authorized to pay Fabyanske the fees and expenses allowed under Paragraphs 1 and 2 of this Order.

Dated: _____

William J. Fisher
Judge of the United States Bankruptcy Court